

United States Bankruptcy Court for the District of Delaware					Voluntary Petition				
Name of Debtor (if individual, enter Last, First, Middle): Goldking Onshore Operating, LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Goldking Offshore Operating, LLC					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-2052653					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 777 Walker Street, Suite 2500 Houston, TX <div style="text-align: right;">ZIP CODE 77002</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: Harris County					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Chapter 9 Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11 Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13 Recognition of a Foreign Nonmain Proceeding			Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.		
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding or against debtor is pending		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)							
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Goldking Onshore Operating, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years If more than two, attach additional sheet.			
Location Where Filed: None		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Schedule 1		Case Number:	Date Filed:
District:		Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor – Venue
 (Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

B1 (Official Form 1 (04/13))

Page 3

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Golding Onshore Operating, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Robert S. Brady (No. 2847) Edmon L. Morton (No. 3856) YOUNG CONAWAY STARGATT & TAYLOR, LLP Rodney Square 1000 N. King Street Wilmington, DE 19801 (302) 571-6600</p> <p><u>October 30, 2013</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Edward Hebert Title: Chief Executive Officer</p> <p><u>October 30, 2013</u> Date</p>	

SCHEDULE 1

On the date hereof, each of the related entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), will file or have filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

Goldking Holdings, LLC (27-2052614)

Goldking Onshore Operating, LLC (27-2052653)

Goldking Resources, LLC (27-2052682)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 13-____ (____)

Joint Administration Requested

**DEBTORS' CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

Goldking Holdings, LLC and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”) have filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). The following is the consolidated list of the Debtors’ creditors holding the 30 largest noncontingent unsecured claims (the “List”) based on the Debtors’ books and records as of approximately October 30, 2013. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The List does not include (a) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors and their estates. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the rights of the Debtors and their estates to contest the validity, priority or amount of any claim.

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Goldking Holdings, LLC (2614); Goldking Onshore Operating, LLC (2653); and Goldking Resources, LLC (2682). The mailing address for the Debtors is 777 Walker Street, Suite 2500, Houston, TX 77002.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
1	Source Environmental Services, Inc.	Attn: Director, Officer or Manager P.O. Box 1409 Breux Bridge, LA 70517 Phone: 337-845-5468 Fax: 337-845-5474	Trade		\$362,586.15
2	White Oak Operating Co., LLC	Attn: Director, Officer or Manager 12941 N. Freeway, Suite 550 Houston, TX 77060 Phone: 281-876-2025 Fax: 281-876-2265	Trade		\$164,686.76
3	Alvarez & Marsal	Attn: Liz Carrington 600 Madison Avenue, 8th Floor New York, NY 10022 Phone: 713-571-2400 Fax: 713-547-3697	Professional		\$158,261.49
4	Gibbs & Bruns, LLP	Attn: Director, Officer or Manager 1100 Louisiana, Suite 5300 Houston, TX 77002-5255 Phone: 713-650-8805 Fax: 713-750-0903	Professional		\$152,285.86
5	Stallion Oilfield Construction, LLC	Attn: Director, Officer or Manager P.O. Box 1486 Houston, TX 77251-1486 Phone: 337-873-8698 Fax: 337-334-6109	Trade		\$107,244.28
6	Baker Hostetler LLP	Attn: Director, Officer or Manager P.O. Box 70189 Cleveland, OH 44190-0189 Phone: 713-751-1600 Fax: 713-751-1717	Professional		\$100,513.03
7	CDM Resource Management LLC	Attn: Director, Officer or Manager P.O. Box 209034 Dallas, TX 75320-9034 Phone: 214-750-1771 Fax: 214-750-1749	Trade		\$78,993.76
8	ES&H Consulting & Training	Attn: Director, Officer or Manager Building B - Suite B104 2802 Flintrock Trace Lakeway, TX 78738 Phone: 985-851-5055 Fax: 985-851-7480	Trade		\$52,928.56

¹ The Debtors and their estates reserve their right to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
9	Lynco Well Service, Inc.	Attn: Director, Officer or Manager P.O. Box 10190 Liberty, TX 77575 Phone: 936-336-7332 Fax: 936-336-7843	Trade		\$46,714.34
10	T.F. Services, LLC	Attn: Director, Officer or Manager 4166 Leger Road Crowley, LA 70526 Phone: 337-783-3377 Fax: 337-783-8090	Trade		\$43,632.03
11	Gulf Coast Chemical, LLC	Attn: Director, Officer or Manager P.O. Box 62600 Department 1443 New Orleans, LA 70162-2600 Phone: 337-898-0213 Fax: 337-898-0507	Trade		\$42,267.82
12	Pioneer Wireline Services, LLC	Attn: Director, Officer or Manager P.O. Box 202567 Dallas, TX 75320-2567 Phone: 210-447-6094 Fax: 210-447-6093	Trade		\$36,115.90
13	Busycon Properties LLC	Attn: Director, Officer or Manager P.O. Box 731959 Dallas, TX 75373-1959 Fax: 713-381-6601	Trade		\$35,175.91
14	Intermar Products & Services	Attn: Director, Officer or Manager Department 575 P.O. Box 3140 Houston, TX 77253 Phone: 281-316-2233 Fax: 281-316-8884	Trade		\$28,818.65
15	Exterran Partners, L.P.	Attn: Director, Officer or Manager P.O. Box 201160 Dallas, TX 75320-1160 Phone: 281-836-7000 Fax: 281-836-8118	Trade		\$27,208.40
16	Brown Water Marine Service, Inc.	Attn: Director, Officer or Manager P.O. Box 2269 Rockport, TX 78381 Phone: 361-776-7300 Fax: 361-776-7309	Trade		\$23,427.25

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
17	P & W Services, Inc.	Attn: Director, Officer or Manager 8366 FM 631 Taft, TX 78390-9703 Phone: 361-528-2828 Fax: 361-528-5288	Trade		\$20,813.00
18	TIW Corporation	Attn: Director, Officer or Manager P.O. Box 4346, Dept. 679 Houston, TX 77210-4346 Phone: 713-729-2110 Fax: 713-728-4767	Trade		\$19,622.29
19	Henley & Associates	Attn: Director, Officer or Manager 5523 Louetta Road, Suite B Spring, TX 77379 Phone: 281-257-4731 Fax: 281-251-4997	Trade		\$18,598.64
20	Crown Pine Timber 1, LP	Attn: O & G Program Manager 702 N. Temple Dr. Diboll, TX 75941 Phone: 936-829-6330 Fax: 936-829-6310	Trade		\$17,484.18
21	Moncla Marine Operations, LLC	Attn: Director, Officer or Manager P.O. Box 53408 Lafayette, LA 70505 Phone: 337-456-8799 Fax: 337-504-4669	Trade		\$16,500.00
22	Energy Fishing & Rental Services	Attn: Director, Officer or Manager P.O. Box 116587 Atlanta, GA 30368 Phone: 281-598-3870 Fax: 281-598-3378	Trade		\$15,737.24
23	Intracoastal Liquid Mud, Inc.	Attn: Director, Officer or Manager P.O. Box 51784 Lafayette, LA 70505 Phone: 337-232-4550 Fax: 337-232-8515	Trade		\$13,488.86
24	ABC Nitrogen Service Corp.	Attn: Richard Smith P.O. Box 2114 Mont Belvieu, TX 77580-2114 Phone: 281-385-2645 Email: richard@abcnitrogen.com	Trade		\$12,223.00

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
25	W.W. Wireline Co.	Attn: Director, Officer or Manager P.O. Box 430123 Laredo, TX 78043-0123 Phone: 956-712-9473 Fax: 956-712-9602	Trade		\$11,854.00
26	Fesco, Ltd.	Attn: Director, Officer or Manager 1000 Fesco Ave. Alice, TX 78332 Phone: 361-661-7000 Fax: 361-661-7004	Trade		\$10,895.31
27	Merit Oilfield Services, Ltd.	Attn: Director, Officer or Manager P.O. Box 244 Humble, TX 77347 Phone: 409-994-5857 Fax: 409-994-5081	Trade		\$10,772.76
28	Acadian Contractors, Inc.	Attn: Director, Officer or Manager P.O. Box 1608 Abbeville, LA 70511-1608 Phone: 318-893-6397 Fax: 337-892-3386	Trade		\$10,678.18
29	R360 Environmental Solutions	Attn: Director, Officer or Manager Central/Gulf Coast Region P.O. Box 671766 Dallas, TX 75267-1766 Phone: 337-824-3194 Fax: 337-824-3147	Trade		\$10,316.34
30	Horn Pumping Services, Inc.	Attn: Director, Officer or Manager 141 FM 82 E Call, TX 75933 Phone: 409-782-5633 Email: matthorn141@yahoo.com	Trade		\$10,275.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

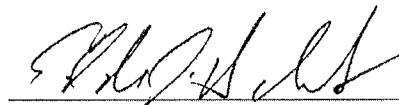
Case No. 13-____ ()

Joint Administration Requested

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED LIST
OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Edward Hebert, Chief Executive Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Consolidated List of Creditors Holding 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: October 30, 2013



Edward Hebert
Chief Executive Officer

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Goldking Holdings, LLC (2614); Goldking Onshore Operating, LLC (2653); and Goldking Resources, LLC (2682). The mailing address for the Debtors is 777 Walker Street, Suite 2500, Houston, TX 77002.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 13-____ (____)

Joint Administration Requested

**LIST OF EQUITY SECURITY HOLDERS OF
GOLDKING ONSHORE OPERATING, LLC**

The following lists the equity security holders of Goldking Onshore Operating, LLC as of the date hereof. This list is being filed pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

<u>Equity Security Holder</u>	<u>Address</u>	<u>Ownership</u>
Goldking Holdings, LLC	777 Walker Street, Suite 2500, Houston, TX 77002	100%

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 13-____ (____)

Joint Administration Requested

**DECLARATION CONCERNING LIST OF EQUITY SECURITY
HOLDERS OF GOLDKING ONSHORE OPERATING, LLC**

I, Edward Hebert, Chief Executive Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the *List of Equity Security Holders of Goldking Onshore Operating, LLC* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: October 30, 2013



Edward Hebert
Chief Executive Officer

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Goldking Holdings, LLC (2614); Goldking Onshore Operating, LLC (2653); and Goldking Resources, LLC (2682). The mailing address for the Debtors is 777 Walker Street, Suite 2500, Houston, TX 77002.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 13-____ ()

Joint Administration Requested

**DEBTORS' CONSOLIDATED OWNERSHIP STATEMENT PURSUANT TO RULES
1007(a)(1) AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Goldking Holdings, LLC ("GKH") and its above-captioned affiliated debtors and debtors in possession (each, a "Debtor," and collectively, the "Debtors") hereby state as follows:

1. Wayzata Opportunities Fund II, L.P. owns approximately 94.20% of the outstanding ownership interest in GKH.
2. GKH owns 100% of the outstanding ownership interest in Debtor Goldking Onshore Operating, LLC and Debtor Goldking Resources, LLC.

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GOLDKING HOLDINGS, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 13-____ ()

Joint Administration Requested

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED
OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1) AND
7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Edward Hebert, Chief Executive Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Consolidated Ownership Statement Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: October 30, 2013



Edward Hebert
Chief Executive Officer

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Goldking Holdings, LLC (2614); Goldking Onshore Operating, LLC (2653); and Goldking Resources, LLC (2682). The mailing address for the Debtors is 777 Walker Street, Suite 2500, Houston, TX 77002.

ACTION OF SOLE MEMBER
OF
GOLDKING ONSHORE OPERATING, LLC

THE UNDERSIGNED, being the sole member of Goldking Onshore Operating, LLC (the “**Company**”), a Delaware limited liability company, acting pursuant to applicable law hereby adopts the following resolutions as of the date set forth below:

WHEREAS, the undersigned has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s products and services, and credit market conditions; and

WHEREAS, the undersigned has received, reviewed, and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the undersigned, it is desirable and in the best interests of the Company, its creditors, and member, that a voluntary petition (the “**Petition**”) be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all actions which it deems reasonable, advisable, expedient, convenient, necessary, or proper to obtain such relief; and it is further

RESOLVED, that Edward Hebert and any officer or manager of the Company and any of their designees (collectively the “**Designated Persons**”), be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the “**Bankruptcy Case**”) and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”) be, and hereby is, authorized and empowered to represent the Company as

its general bankruptcy counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Lantana Oil & Gas Partners ("Lantana") be, and hereby is, authorized and empowered to serve as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Title 11 of the United States Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Lantana; and it is further

RESOLVED, that Epiq Bankruptcy Solutions, LLC ("Epiq") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation, and balloting agent in connection with the Bankruptcy Case commenced by the Company under the Title 11 of the United States Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals, consultants, financial advisors or investment bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed one or more appropriate applications for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Title 11 of the United States Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or

execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices, and documents as may be required or as such officer may deem necessary, advisable, or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Title 11 of the United States Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a

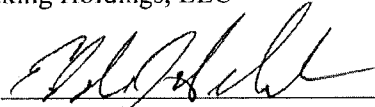
stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this Action of Sole Member as of October 29, 2013.

SOLE MEMBER:
Goldking Holdings, LLC

By: 

Name: Edward Hebert

Title: Authorized Person